

CSD 1100 (01/29/14)
Name, Address, Telephone No. & I.D. No.

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Attorney for Debtor

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF CALIFORNIA

325 West "F" Street, San Diego, California 92101-6991

In Re

Burlingame Capital Partners II, L.P.,
a Delaware Limited Partnership

BANKRUPTCY NO. 14-02607-CL7

Debtor.

AMENDMENT

Presented herewith are the original and one conformed copy of the following [Check one or more boxes as appropriate]:

- Petition
- Exhibit A to Voluntary Petition
- Exhibit C to Voluntary Petition
- Exhibit D - Individual Statement of Compliance with Credit Counseling
- Summary of Schedules
- Statistical Summary of Certain Liabilities and Related Data
- Schedule A & B - Schedule of Real or Personal Property
- Schedule C - Schedule of Property Claimed Exempt
- Schedule D, E, or F, and/or Matrix, and/or list of Creditors or Equity Holders - REQUIRES COMPLIANCE WITH LOCAL RULE 1009
 - Adding or deleting creditors (Electronic media required, see CSD 1007), changing amounts owed or classification of debt - \$30.00 fee required. See instructions on reverse side.
 - Correcting or deleting other information. See instructions on reverse side.
- Schedule G - Schedule of Executory Contracts & Expired Leases
- Schedule H - Schedule of Co-Debtor
- Schedule I - Current Income of Individual Debtor(s)
- Schedule J - Current Expenditure of Individual Debtor(s)
- Statement of Financial Affairs
- Statement of Current Monthly Income and Means Test Calculation (Form B22A)
- Statement of Current Monthly Income (Form B22B)
- Statement of Current Monthly Income and Calculation of Commitment Period and Disposable Income (Form B22C)
- Other: _____

Dated: April 9, 2014

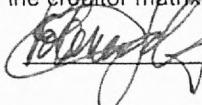
Signature /s/ James W. Beshears

Attorney for Debtor

DECLARATION OF DEBTOR

I [We] Robert Judson, Jr., Principal of GP and Burlingame Capital Partners II, the undersigned debtor(s), hereby declare under penalty of perjury that the information set forth in the amendment attached hereto, consisting of 9 pages, and on the creditor matrix, if any, is true and correct to the best of my [our] information and belief.

Dated: 4/9/14

 Principal of the GP
Debtor

Joint Debtor

REFER TO INSTRUCTIONS ON REVERSE SIDE

INSTRUCTIONS

A. Each amended page is to be in the same form as the original but is to contain ONLY THE INFORMATION TO BE CHANGED OR ADDED. Pages from the original document which are not affected by the change are not to be attached.

1. Before each entry, specify the purpose of the amendment by inserting:
 - a. "ADDED," if the information was missing from the previous document filed; or
 - b. "CORRECTED," if the information modifies previously listed information; or
 - c. "DELETED," if previously listed information is to be removed.
2. At the bottom of each page, insert the word "AMENDED."
3. Attach all pages to the cover page and, if a Chapter 7, 11, or 12 case, serve a copy on the United States Trustee, trustee (if any) and/or the members of a creditors' committee. If a Chapter 13 case, serve a copy on the trustee; DO NOT serve a copy on the United States Trustee.

B. Comply with Local Bankruptcy Rule 1009 when adding or correcting the names and/or addresses of creditors (Electronic media required, see CSD 1007, when Amendment submitted on paper) or if altering the status or amount of a claim.

AMENDMENTS THAT FAIL TO FOLLOW THESE INSTRUCTIONS MAY BE REFUSED**** AMENDMENTS FILED AFTER THE CASE IS CLOSED ARE NOT ENTITLED TO A REFUND OF FEES ******CERTIFICATE OF SERVICE**

I, the undersigned whose address appears below, certify:

That I am, and at all times hereinafter mentioned was, more than 18 years of age;

That on 9th day of April, 2014, I served a true copy of the within AMENDMENT by [describe here mode of service]

First Class U.S. Mail, postage prepaid

on the following persons [set forth name and address of each person served] and/or as checked below:

Chpt. 7 Trustee:

James L Kennedy
P.O. Box 28459
San Diego, CA 92198-0459

Mary Ann Scanlan
1245 Kearny St., Suite 217
San Francisco, CA 94108

<input checked="" type="checkbox"/> For Chpt. 7, 11, & 12 cases:	<input type="checkbox"/> For ODD numbered Chapter 13 cases:	<input type="checkbox"/> For EVEN numbered Chapter 13 cases:
UNITED STATES TRUSTEE Department of Justice 402 West Broadway, Suite 600 San Diego, CA 92101	THOMAS H. BILLINGSLEA, JR., TRUSTEE 530 "B" Street, Suite. 1500 San Diego, CA 92101	DAVID L. SKELTON, TRUSTEE 525 "B" Street, Suite 1430 San Diego, CA 92101-4507

I certify under penalty of perjury that the foregoing is true and correct.

Executed on April 9, 2014
(Date)

/s/ James W. Beshears
(Typed Name and Signature)

110 West C Street, Suite 1300
(Address)

San Diego, CA 92101
(City, State, ZIP Code)

In re Burlingame Capital Partners II, L.P.,
DebtorCase No. 14-02607-CL7
(If known)**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
<p>1. Cash on hand.</p> <p>2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.</p> <p>3. Security deposits with public utilities, telephone companies, landlords, and others.</p> <p>4. Household goods and furnishings, including audio, video, and computer equipment.</p> <p>5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.</p> <p>6. Wearing apparel.</p> <p>7. Furs and jewelry.</p> <p>8. Firearms and sports, photographic, and other hobby equipment.</p> <p>9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.</p> <p>10. Annuities. Itemize and name each issuer.</p> <p>11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)</p>		<p>CORRECTED</p> <p>Bank of Marin xx0322</p> <p>AMENDED</p>		720.00

B 6B (Official Form 6B) (12/07) -- Cont.

In re Burlingame Capital Partners II, L.P.,
DebtorCase No. 14-02607-CL7
(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.				
13. Stock and interests in incorporated and unincorporated businesses. Itemize.				
14. Interests in partnerships or joint ventures. Itemize.				
15. Government and corporate bonds and other negotiable and non-negotiable instruments.				
16. Accounts receivable.				
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.				
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.				
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.				
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.				
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.				
		CORRECTED: See Attached		416,000.00
		ADDED: Cross Complaint-See attached		
		AMENDED		

Burlingame Capital Partners II, LP

Case No. 14-02607-CL7

Attachment to Schedule B(16)

Promissory Note from Alturdyne Power Systems (\$300,000 plus interest and attorney fees)	\$300,000.00
Deficiency Claim Against Frank & Deana Verbeke (\$116,000 plus interest and attorney fees)	\$116,000.00

Attachment to Schedule B(21)

Cross complaint in Case No. CGC-10-505145 against Allen Matkins Leck Gamble	Unliquidated
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B 6F (Official Form 6F) (12/07)

In re Burlingame Capital Partners II, L.P.,
DebtorCase No. 14-02607-CL7
(if known)**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data..

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							
ACCOUNT NO.			CORRECTED				
Mary Ann Scanlan 1245 Kearny St., Suite 217 San Francisco, CA 94108							
ACCOUNT NO.							
ACCOUNT NO.			AMENDED				
Subtotal ►							\$
Total ►							\$
(Use only on last page of the completed Schedule F.)							
(Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							

continuation sheets attached

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
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3. Payments to creditors

Complete a. or b., as appropriate, and c.

None

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
John W. Howard 225 Broadway, Suite 2220 San Diego, CA 92101-5019	01/03/2014 02/16/14	\$39,151.10 \$11,000.00	\$167,939.35

CORRECTED

*Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

AMENDED

None



c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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4. Suits and administrative proceedings, executions, garnishments and attachments

None



a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Burlingame Capital Partners II, LP, v. Frank & Deanna Verbeke #37-2014-00009195-CU-FR-CTL	Money Due	San Diego Superior Court	Pending
		SEE ATTACHED	CORRECTED

None



b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None



List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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corrected

Attachment to Statement of Financial Affairs #18

Name	EIN	Address	Nature of business	Beginning/ End dates
Burlingame Capital Partners, II, LP A Delaware Limited Partnership	94-3389074	3952 S Clairemont Mesa Blvd., Suite 441 San Diego, CA 92117	Lender	4/2001-Current
Electrochem Solutions, LLC 99% Shareholder	30-0192639	32500 Central Ave. Union city, CA 94587	Electroplating	2006-8/2012
Python Injection, Inc 97% Shareholder	33-0574774	8610 Central Ave. Stanton, CA 90680	Automotive Parts Manufacturing	2004-11/2013
Alturdyne, Inc 58% Shareholder	95-2748- 707	660 Steele St. El Cajon, CA 92020	Back up Power Supply Manufacturing	2006-3/2013

AMENDED